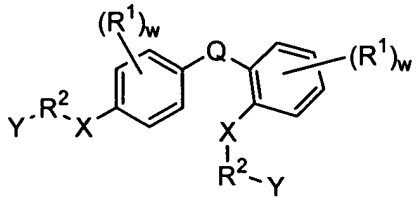
III. Amendments to the Claims

Claims 1-39 (canceled)

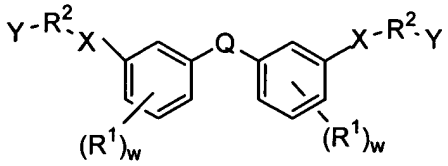
40. (New) A compound selected from the group consisting of:

(a) formula X:



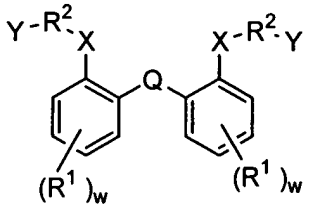
(X)

(b) formula XII:



(XII)

(c) formula XVI:



(XVI)

wherein in formulae X, XII, and XVI:

Q is methylene, 1,2-ethylene, 3,4-hexylene, dimethylmethylene, oxy, -NH-, OCH_2CH_2O-, or

a group -C(R^5)(R^6)- wherein R^5 and R^6 together with the carbon to which they are attached from a cyclohexylene ring;

each X is independently oxy (-O-) or -NR^m-;

each R^1 is independently C_{1-10}alkyl or halo;

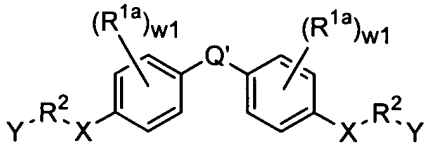
each R^2 is independently a C_{2-10}alkylene; wherein alkylene is optionally substituted with 1 to 4 substituents independently selected from R^b;

each Y is independently NR^nR^p;

wherein for R^2, each alkyl is optionally substituted with R^x, or with 1, 2, 3, or 4 substituents independently selected from R^b;

each *w* is independently 0, 1, or 2; and

(d) formula VIII:



(VIII)

wherein

Q' is methylene;

each X is independently oxy (-O-) or -NR^m-;

each R^{1a} is C_{1-10}alkyl or halo;

each R^2 is independently a C_{2-10}alkylene alkylene; wherein alkylene is optionally substituted with 1 to 4 substituents independently selected from R^b;

each Y is independently NR^nR^p;

wherein for R^2, each alkyl is optionally substituted with R^x, or with 1, 2, 3, or 4 substituents independently selected from R^b;

each w^1 is independently 1 or 2;

each R^a is independently -OR^d, -NO_2, halo, -$S(O)_mR^d$, -SR^d, -$S(O)_2OR^d$, -$S(O)_mNR^dR^e$,

$-NR^dR^e$, $-O(CR^fR^g)_nNR^dR^e$, $-C(O)R^d$, $-CO_2R^d$, $-CO_2(CR^fR^g)_nCONR^dR^e$, $-OC(O)R^d$, -CN, $-C(O)NR^dR^e$, $-NR^dC(O)R^e$, $-OC(O)NR^dR^e$, $-NR^dC(O)OR^e$, $-NR^dC(O)NR^dR^e$, $-CR^d(=N-OR^e)$, $-CF_3$, or $-OCF_3$;

each R^b is independently R^a, oxo or $=N-OR^e$;

each R^d and R^e is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h; or R^d and R^e together with the atoms to which they are attached form a heterocyclic ring having from 5 to 7 ring atoms, wherein the heterocyclic ring optionally contains 1 or 2 additional heteroatoms independently selected from oxygen, sulfur or nitrogen;

each R^f and R^g is independently hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h; or R^f and R^g together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms independently selected from oxygen, sulfur or nitrogen;

each R^h is independently halo, C_{1-6} alkyl, C_{1-6} alkoxy, aryl, (aryl)-C_{1-6} alkyl, heteroaryl, (heteroaryl)-C_{1-6} alkyl, hydroxy, amino, $-NHC_{1-6}$ alkyl, $-N(C_{1-6}$ alkyl$)_2$, $-OC(O)C_{1-6}$ alkyl, $-C(O)C_{1-6}$ alkyl, $-C(O)OC_{1-6}$ alkyl, $-NHC(O)C_{1-6}$ alkyl, $-C(O)NHC_{1-6}$ alkyl, carboxy, nitro, -CN, or $-CF_3$;

R^m is hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h;

each R^n and R^p is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h;

each R^x is independently aryl, heteroaryl, cycloalkyl or heterocyclyl; wherein each aryl or heteroaryl is optionally substituted with 1 to 4 substituents selected from the group consisting of

R^c, and wherein each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents selected from R^b;

m is 0, 1, or 2; and

n is 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10; and

or a pharmaceutically-acceptable salt thereof.

41. (New) The compound of Claim 40 wherein each R^1 is independently methyl or chloro.

42. (New) The compound of Claim 40 wherein each X is oxy.

43. (New) The compound of Claim 40 wherein each Y is independently amino, diethylamino, or dimethylamino.

44. (New) The compound of Claim 40 wherein each R^2 is independently 1,2-ethylene, 1,3-propylene, (2R)-2-(methyl)ethane-1,2-diyl, (2S)-2-(methyl)ethane-1,2-diyl, 1-(methyl)butane-1,4-diyl, 1-(methyl)ethane-1,2-diyl, or 2,2-(dimethyl)propane-1,3-diyl.

45. (New) The compound of Claim 40 wherein Q is methylene.

46. (New) The compound of Claim 40 wherein w is 0.

47. (New) The compound of Claim 40 wherein w is 1.

48. (New) The compound of Claim 40 wherein w is 2.

49. (New) The compound of Claim 40 which is a compound of formula X.

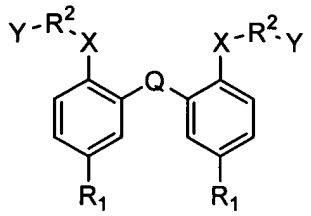
50. (New) The compound of Claim 40 which is a compound of formula XII.

51. (New) The compound of Claim 40 which is a compound of formula XVI.

52. (New) The compound of Claim 40, which is selected from a compound of formula X, formula XII, and formula XVI.

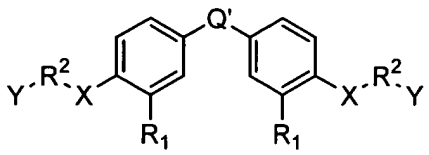
53. (New) The compound of Claim 40 which is a compound of formula VIII.

54. (New) The compound of Claim 51, which is a compound of formula XXIX:



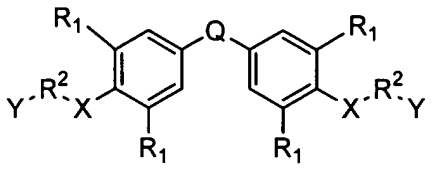
(XXIX)

55. (New) The compound of Claim 53, which is a compound of formula XXX:



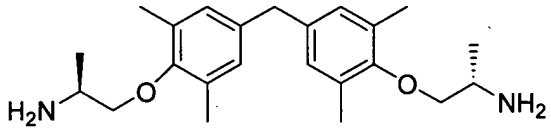
(XXX)

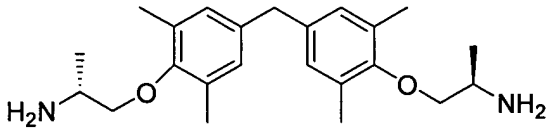
56. (New) The compound of Claim 53, which is a compound of formula XX:

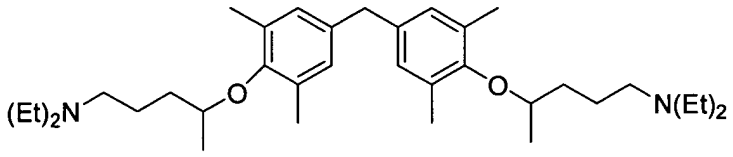


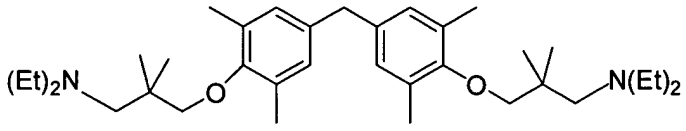
(XX)

57. (New) The compound of Claim 56, which is any one of compounds 27, 28, 29, 30, 31, 36, and 37:

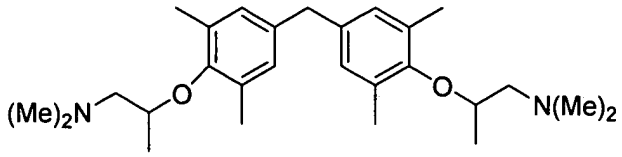
27 

28 

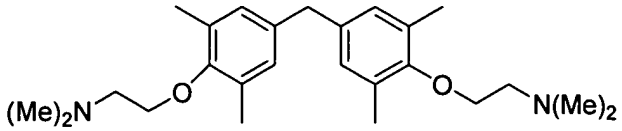
29 

30 

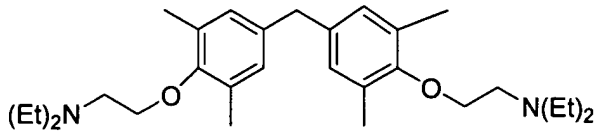
31



36



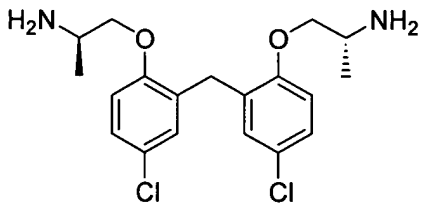
37



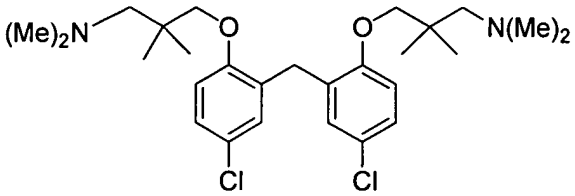
or a pharmaceutically acceptable salt thereof.

58. (New) The compound of Claim 54, which is any one of compounds 96, 97, 98, 129 and 131:

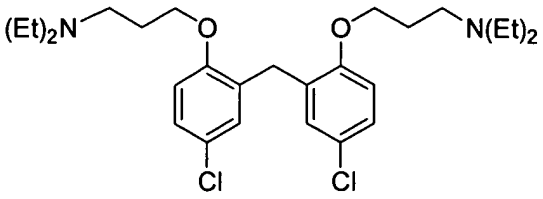
96

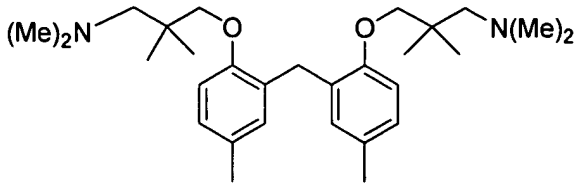


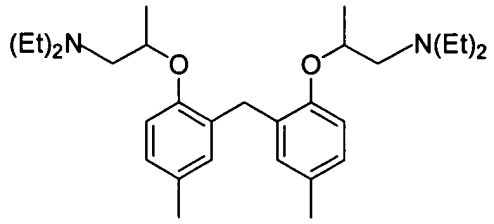
97



98

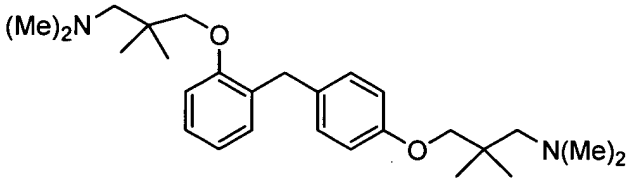


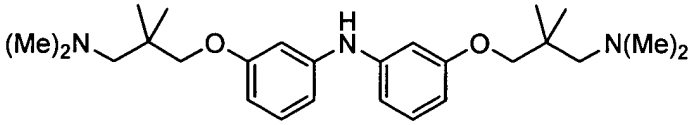
129 

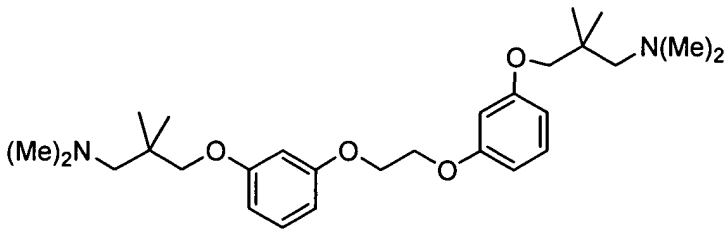
131 

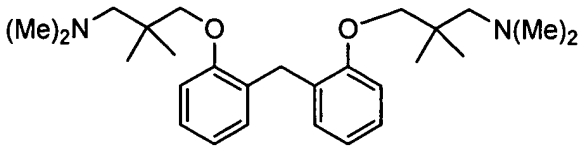
or a pharmaceutically acceptable salt thereof.

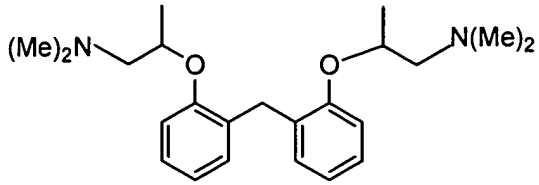
59. (New) The compound of Claim 40 which is any one of compounds 78, 86, 106, 173, and 140:

78 

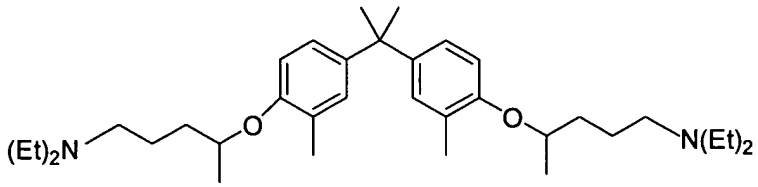
86 

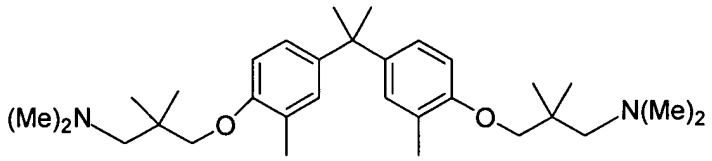
106 

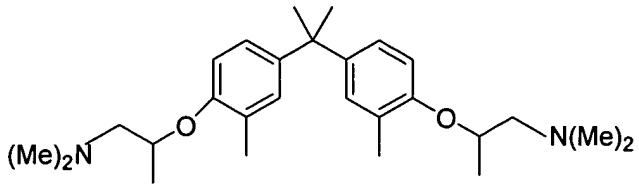
137  and

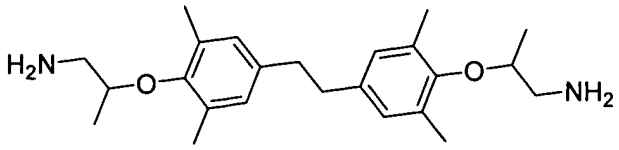
140 

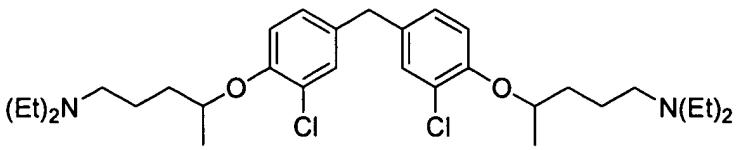
60. (New) A compound which is any one of compounds 52, 53, 56, 61, 116, 117, 119, and 146:

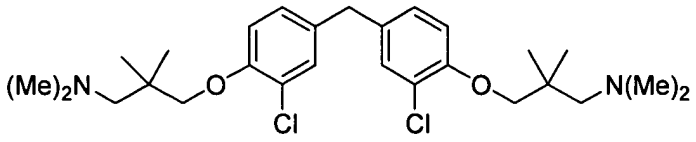
52 

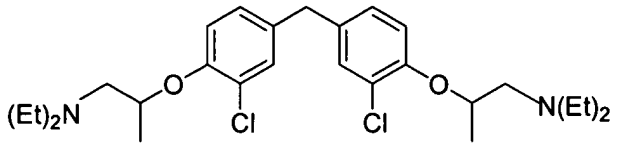
53 

56 

61 

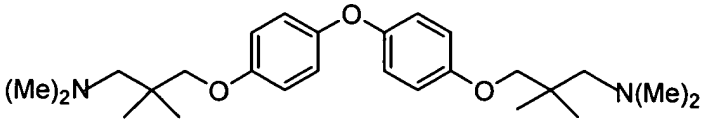






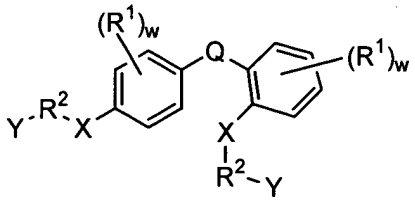
and

146



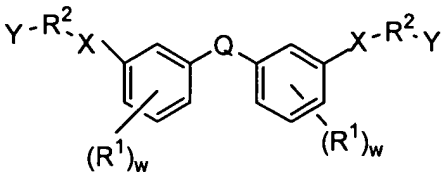
61. (New) A pharmaceutical composition comprising a compound selected from the group consisting of:

(a) formula X:



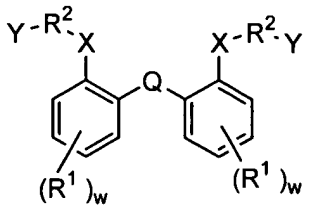
(X)

(b) formula XII:



(XII)

(c) formula XVI:



(XVI)

wherein in formulae X, XII, and XVI:

Q is methylene, 1,2-ethylene, 3,4-hexylene, dimethylmethylene, oxy, -NH-, OCH_2CH_2O-, or a group $-C(R^5)(R^6)-$ wherein R^5 and R^6 together with the carbon to which they are attached from a cyclohexylene ring;

each X is independently oxy (-O-) or $-NR^m-$;

each R^1 is independently C_{1-10}alkyl or halo;

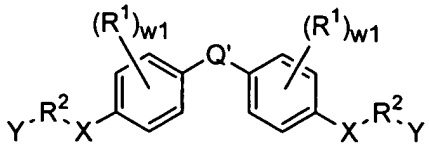
each R^2 is independently a C_{2-10}alkylene; wherein alkylene is optionally substituted with 1 to 4 substituents independently selected from R^b;

each Y is independently NR^nR^p;

wherein for R^2, each alkyl is optionally substituted with R^x, or with 1, 2, 3, or 4 substituents independently selected from R^b;

each *w* is independently 0, 1, or 2; and

(d) formula VIII:



(VIII)

wherein

Q' is methylene; 3,4-hexylene, oxy, -NH-, or OCH_2CH_2O-;

each X is independently oxy (-O-) or $-NR^m-$;

each R^1 is independently C_{1-10}alkyl or halo;

each R^2 is independently a C_{2-10}alkylene; wherein alkylene is optionally substituted with 1 to 4 substituents independently selected from R^b;

each Y is independently NR^nR^p;

wherein for R^2, each alkyl is optionally substituted with R^x, or with 1, 2, 3, or 4 substituents independently selected from R^b;

each w^1 is independently 1 or 2;

each R^a is independently $-OR^d$, $-NO_2$, halo, $-S(O)_mR^d$, $-SR^d$, $-S(O)_2OR^d$, $-S(O)_mNR^dR^e$, $-NR^dR^e$, $-O(CR^fR^g)_nNR^dR^e$, $-C(O)R^d$, $-CO_2R^d$, $-CO_2(CR^fR^g)_nCONR^dR^e$, $-OC(O)R^d$, -CN, $-C(O)NR^dR^e$, $-NR^dC(O)R^e$, $-OC(O)NR^dR^e$, $-NR^dC(O)OR^e$, $-NR^dC(O)NR^dR^e$, $-CR^d(=N-OR^e)$, $-CF_3$, or $-OCF_3$;

each R^b is independently R^a, oxo or $=N-OR^e$;

each R^d and R^e is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h; or R^d and R^e together with the atoms to which they are attached form a heterocyclic ring having from 5 to 7 ring atoms, wherein the heterocyclic ring optionally contains 1 or 2 additional heteroatoms independently selected from oxygen, sulfur or nitrogen;

each R^f and R^g is independently hydrogen, alkyl, aryl, heteroaryl, cycloalkyl, or

heterocyclyl; wherein each alkyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h; or R^f and R^g together with the carbon atom to which they are attached form a ring having from 5 to 7 ring atoms, wherein the ring optionally contains 1 or 2 heteroatoms independently selected from oxygen, sulfur or nitrogen;

each R^h is independently halo, C_{1-6} alkyl, C_{1-6} alkoxy, aryl, (aryl)-C_{1-6} alkyl, heteroaryl, (heteroaryl)-C_{1-6} alkyl, hydroxy, amino, -NHC_{1-6} alkyl, -$N(C_{1-6}$ alkyl$)_2$, -$OC(O)C_{1-6}$ alkyl, -$C(O)C_{1-6}$ alkyl, -$C(O)OC_{1-6}$ alkyl, -$NHC(O)C_{1-6}$ alkyl, -$C(O)NHC_{1-6}$ alkyl, carboxy, nitro, -CN, or -CF_3;

R^m is hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h;

each R^n and R^p is independently hydrogen, alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl, or heterocyclyl; wherein each alkyl, alkenyl, alkynyl, aryl, heteroaryl, cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents independently selected from R^h;

each R^x is independently aryl, heteroaryl, cycloalkyl or heterocyclyl; wherein each aryl or heteroaryl is optionally substituted with 1 to 4 substituents selected from the group consisting of R^c, and wherein each cycloalkyl and heterocyclyl is optionally substituted with 1 to 4 substituents selected from R^b;

m is 0, 1, or 2; and

n is 1, 2, 3, 4, 5, 6, 7, 8, 9, or 10; and

or a pharmaceutically-acceptable salt thereof;

and a pharmaceutically acceptable carrier.

62. (New) A pharmaceutical composition comprising a compound as described in Claim 40 and a pharmaceutically acceptable carrier.

63. (New) A method of treating a disease or condition associated with sodium channel

activity in a mammal, comprising administering to the mammal, a therapeutically effective amount of a pharmaceutical composition comprising a compound as described in Claim 40 and a pharmaceutically acceptable carrier.

64. (New) The method of Claim 63 wherein the disease or condition is neuropathic pain.